

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **JIDECO OF BARDSTOWN, INC.**, ("Assignor") hereby unconditionally and irrevocably sell, transfer and assign to **AMROC INVESTMENTS, LLC** ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code), in the aggregate outstanding principal amount of \$834,429.82 (the "Claim Amount"), claim number 10717 against Delphi Automotive Systems, LLC (the "Debtor") the debtor-in-possession in the Chapter 11 reorganization case, Case No. 05-44640 (the "Case"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS 4 day of AUGUST 2006.

**JIDECO OF BARDSTOWN, INC.**

By: Kenneth J. Shuler  
Name: KENNETH W. SHELVER  
Title: Secretary

**AMROC INVESTMENTS, LLC**

By: Sonia E. Gardner  
Name: Sonia E. GARDNER  
Title: Senior Managing Director